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Counsel for Elliott Management Corp.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re: : Chapter 11 Case
: :
LEHMAN BROTHERS HOLDINGS INC., *et al.*, : No. 08-13555 (JMP)
: :
Debtors. : (Jointly Administered)
: :
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**STATEMENT OF ELLIOTT MANAGEMENT CORP. IN SUPPORT
OF THE THIRD AMENDED JOINT CHAPTER 11 PLAN OF LEHMAN
BROTHERS HOLDINGS INC. AND ITS AFFILIATE DEBTORS**

Elliott Management Corp. (“Elliott”)¹ (in its capacity as manager), Elliott Associates, L.P., Elliott International, L.P., The Liverpool Limited Partnership, and Alston Investments LLC (collectively, the “Elliott Entities”), through the undersigned counsel, hereby file this statement in support of confirmation of the Debtors’ “Third Amended Joint Chapter 11 Plan of Lehman Brothers Holdings Inc. and its Affiliated Debtors” (the “Plan”), filed by Lehman Brothers Holdings Inc. and its affiliated chapter 11 debtors (the “Debtors”).

The Plan is the result of intensive negotiations among the Debtors, the Creditors’ Committee, and numerous creditor constituencies. The Elliott Entities support

¹ Elliott is a member of the Official Committee of Unsecured Creditors (the “Committee”). Elliott has, with the Bankruptcy Court’s approval, established a “screening wall” between Elliott personnel who are engaged in Committee activities and Elliott personnel who are not engaged in Committee activities and who have remained able to trade securities and claims (“Non-Committee Personnel”) [see Docket

confirmation of the Plan, subject to the terms of Elliott's Plan Support Agreement with the Debtors. The Elliott Entities further believe that it is in the best interests of the estates that these cases proceed toward confirmation and the prompt making of distributions to creditors.

Dated: November 4, 2011

Respectfully submitted,

KLEINBERG, KAPLAN, WOLFF & COHEN, P.C.

By: /s/ Abbey Walsh
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Nos. 7407 & 7690]. This Statement is filed through Non-Committee Personnel, solely in Elliott's individual capacity, and not in Elliott's capacity as a member of the Committee.